

RECORDATION NO. 25523-6 FILED

JUN 29 '07 -2 18 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 29, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of June 29, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 25523.

The names and addresses of the parties to the enclosed document are:

Lessor: ABN AMRO BANK N.V.
540 W. Madison, Suite 2131
Chicago, Illinois 60661

Lessee: Eastman Chemical Company
100 North Eastman Road
Kingsport, Tennessee 37662

Mr. Vernon A. Williams
June 29, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

314 tank cars within the following series as more particularly set forth in the equipment schedule attached to the document:

ETCX 004000 - ETCX 004004 (inclusive)
ETCX 021000 - ETCX 021157
ETCX 022000 - ETCX 022045
ETCX 023000 - ETCX 023006
ETCX 029058 - ETCX 029132
ETCX 029500 - ETCX 029520 (inclusive)
ETCX 030001 - ETCX 030014
ETCX 222622 - ETCX 222667
ETCX 821000 - ETCX 821014 (inclusive)

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25523-6 **FILED**

JUN 29 '07 -2 18 PM

**FILING AND RECORDING REQUESTED BY,
AND WHEN FILED AND RECORDED RETURN TO:**

SURFACE TRANSPORTATION BOARD

Alvord & Alvord
1050 17th Street, N.W., Suite 301
Washington, DC 20006-5556
Attention: Robert W. Alvord, Esq.

-----SPACE ABOVE THIS LINE FOR RECORDER'S USE-----

MEMORANDUM OF LEASE

dated as of June 29, 2007

between

EASTMAN CHEMICAL COMPANY,
a Delaware corporation,
as Lessee,

ABN AMRO BANK N.V.,
as Lessor

This **MEMORANDUM OF LEASE** dated as of June 29, 2007 (this "**Memorandum**") between **ABN AMRO BANK N.V.**, as Lessor, with an address at 540 West Madison, Suite 2131, Chicago, Illinois 60661 ("**Lessor**"), and **EASTMAN CHEMICAL COMPANY**, a Delaware corporation, with an address at 100 North Eastman Road, Kingsport, Tennessee 37662-5075, as Lessee ("**Lessee**").

W I T N E S S E T H:

WHEREAS, Lessee and Lessor have entered into that certain (unfiled) lease agreement dated as of March 30, 2005 (as from time to time amended, restated, supplemented or otherwise modified, the "**Lease**") pursuant to which Lessor will lease to Lessee, and Lessee will lease from Lessor, the items of railroad rolling stock (the "**Units**") to be delivered to Lessor on each Delivery Date as more fully described in each Lease Supplement; and

WHEREAS, pursuant to Section 12.1 of the Lease, Lessee has granted to Lessor a first priority security interest in all of the Units and the other Collateral to secure the payment of all sums due and payable by Lessee and the performance by Lessee of all of its obligations under the Lease, the Lease Supplements and the other Operative Documents.

NOW, THEREFORE, in consideration of the mutual premises contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. For all purposes hereof, the capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in Appendix 1 to that certain Participation Agreement dated as of even date herewith, among Lessee, Lessor, ABN AMRO BANK N.V., as Administrative Agent, ABN AMRO Advisory, Inc., as Collateral Agent and the Participants identified therein (as from time to time amended, restated, supplemented or otherwise modified, the "**Participation Agreement**"). The rules of interpretation set forth in such Appendix 1 shall also apply hereto.

2. This Memorandum evidences of record the Lease and the grant of a first priority security interest by Lessee to Lessor in the Units and the other Collateral, and all references herein or in the other Operative Documents to the Lease shall be deemed to include this Memorandum. All obligations imposed on the "Lessee" in the Lease shall be the full recourse liability of Lessee.

3. Pursuant to (i) that certain Lease Supplement No. 16, dated as of June 29, 2007, (ii) that certain Lease Supplement No. 17, dated as of June 29, 2007, (iii) that certain Lease Supplement No. 18, dated as of June 29, 2007, and (iv) that certain Lease Supplement No. 19, dated as of June 29, 2007, the Units identified in such Lease Supplements and listed at Annex A hereto became subject to the terms and provisions of the Lease, including without limitation the grant of a first priority security interest as set forth in Section 12.1 of the Lease.

4. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

5. It is the intention of the parties that:

(a) the Overall Transaction as provided for in the Lease and the other Operative Documents constitutes an operating lease from Lessor and Participants to Lessee for purposes of Lessee's financial reporting;

(b) for all other purposes, including federal and all state and local income and transfer taxes, bankruptcy, insolvency and receivership (including the substantive law upon which bankruptcy, insolvency and receivership proceedings are based), commercial law and UCC purposes:

(1) the Overall Transaction constitutes a financing by the Participants to Lessee and preserves beneficial ownership in the Equipment in Lessee, and the obligations of Lessee to pay Variable Rent shall be treated as payments of interest to the Participants, and the payment by Lessee of any amounts in respect of the Lease Balance, including any Fixed Rent, shall be treated as payments of principal to the Participants; and

(2) the Lease grants a security interest in the Equipment and other Collateral in favor of the Lessor.

(c) Specifically, without limiting the generality of Section 4(a), the parties to the Lease and the other Operative Documents intend and agree that in the event of any insolvency or receivership proceedings or a petition under the United States bankruptcy laws or any other applicable insolvency laws or statute of the United States of America or any State or Commonwealth thereof affecting Lessee, Lessor, either Agent or the Participants or any collection actions, the transactions evidenced by the Lease and the other Operative Documents are loans made to Lessee by the Participants in each case as unrelated third party lenders, and that Lessor holds title to the Equipment for the benefit of the Participants to secure Lessee's obligations to repay such loans to the Participants and all other amounts due under any of the Operative Documents.

6. This Memorandum may be executed in any number of counterparts and by each of the parties hereto in separate counterparts, all such counterparts together constituting but one and the same instrument.

[Signatures on next page]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum to be duly executed by an officer thereunto duly authorized as of the date and year first above written.

LESSEE:

EASTMAN CHEMICAL COMPANY,
a Delaware corporation

By: Michael F. Selt
Name Printed: Michael W. Selt
Title: Assistant Treasurer

LESSOR:

ABN AMRO BANK N.V.

By: _____
Name Printed: _____
Title: _____

By: _____
Name Printed: _____
Title: _____

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum to be duly executed by an officer thereunto duly authorized as of the date and year first above written.

LESSEE:

EASTMAN CHEMICAL COMPANY,
a Delaware corporation

By: _____
Name Printed: _____
Title: _____

LESSOR:

ABN AMRO BANK N.V.

By:  _____
Name Printed: **Yolanda Meza**
Title: **Vice President**

By:  _____
Name Printed: **MARIA T. VANGERWARREN**
Title: **ASSISTANT VICE PRESIDENT**

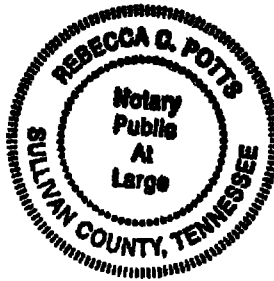
ACKNOWLEDGMENT-LESSEE

STATE OF Tennessee)
COUNTY OF Sullivan)

On June 25, 2007, before me, Rebecca C Potts, a Notary Public in and for said State, personally appeared Michael Watts, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Rebecca C. Potts (Seal)



ACKNOWLEDGMENT- LESSOR

STATE OF ILLINOIS)
COUNTY OF COOK)

On JUNE 27, 2007, before me, YVETTE STYLES, a Notary Public in and for said State, personally appeared LODIANDA MEZA and MARIA VANDERWAEREN, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Yvette Styles (Seal)



ANNEX A

Description of Units

See attached.

Annex A

Lease Supplement	Type	Car Number	Year Built	Total Amount
Supplement 16	Tank	ETCX821000	2007	250,294.00
	Tank	ETCX821001	2007	250,294.00
	Tank	ETCX821002	2007	250,294.00
	Tank	ETCX821003	2007	250,294.00
	Tank	ETCX821004	2007	250,294.00
	Tank	ETCX821005	2007	250,294.00
	Tank	ETCX821006	2007	250,294.00
	Tank	ETCX821007	2007	250,298.00
	Tank	ETCX821008	2007	250,298.00
	Tank	ETCX821009	2007	250,302.00
	Tank	ETCX821010	2007	250,302.00
	Tank	ETCX821011	2007	253,604.00
	Tank	ETCX821012	2007	253,604.00
	Tank	ETCX821013	2007	253,604.00
Supplement 17	Tank	ETCX821014	2007	253,604.00
	Tank	ETCX 222662	2006	100,566.00
	Tank	ETCX 222665	2006	100,129.00
	Tank	ETCX 222638	2006	100,129.00
	Tank	ETCX 222647	2006	100,566.00
	Tank	ETCX 222653	2006	100,566.00
	Tank	ETCX 222673	2006	100,398.00
	Tank	ETCX 222680	2006	99,962.00
	Tank	ETCX 222717	2006	100,112.00
	Tank	ETCX 222718	2006	100,112.00
Supplement 18	Tank	ETCX 222661	2006	100,566.00
	Tank	ETCX 222667	2006	100,566.00
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	Tank	ETCX021001	1985	106,101.90
	Tank	ETCX021002	1985	106,101.90
	Tank	ETCX021003	1985	106,101.90
	Tank	ETCX021004	1985	106,101.90
	Tank	ETCX021005	1985	106,101.90
	Tank	ETCX021006	1985	106,101.90
	Tank	ETCX021007	1985	106,101.90
	Tank	ETCX021008	1985	106,101.90
	Tank	ETCX021009	1985	106,101.90
	Tank	ETCX021010	1985	106,101.90
	Tank	ETCX021011	1985	106,101.90
	Tank	ETCX021012	1985	106,101.90
	Tank	ETCX022000	1985	64,304.32
	Tank	ETCX022001	1985	64,304.32
	Tank	ETCX022002	1985	64,304.32
	Tank	ETCX022003	1985	64,304.32

Tank	ETCX022004	1985	64,304.32
Tank	ETCX022005	1985	64,304.32
Tank	ETCX022006	1985	64,304.32
Tank	ETCX022008	1985	64,304.32
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Tank	ETCX022010	1985	64,304.32
Tank	ETCX022011	1985	64,304.32
Tank	ETCX022012	1985	64,304.32
Tank	ETCX022013	1985	64,304.32
Tank	ETCX022014	1985	64,304.32
Tank	ETCX022015	1985	64,304.32
Tank	ETCX022016	1985	64,304.32
Tank	ETCX022017	1985	64,304.32
Tank	ETCX022018	1985	64,304.32
Tank	ETCX022019	1985	64,304.32
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Tank	ETCX022026	1985	64,304.32
Tank	ETCX022027	1985	64,304.32
Tank	ETCX022028	1985	64,304.32
Tank	ETCX022030	1985	64,304.32
Tank	ETCX022032	1985	64,304.32
Tank	ETCX022033	1985	64,304.32
Tank	ETCX022034	1985	64,304.32
Tank	ETCX022035	1985	64,304.32
Tank	ETCX022036	1985	64,304.32
Tank	ETCX022037	1985	64,304.32
Tank	ETCX022038	1985	64,304.32
Tank	ETCX022039	1985	64,304.32
Tank	ETCX022040	1985	64,304.32
Tank	ETCX022041	1985	64,304.32
Tank	ETCX022042	1985	64,304.32
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Tank	ETCX029064	1983	56,575.49
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Supplement 19

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Tank	ETCX030004	1989	73,956.66
Tank	ETCX030005	1989	73,956.66
Tank	ETCX030006	1989	73,956.66
Tank	ETCX030007	1989	73,956.66
Tank	ETCX030008	1989	73,956.66
Tank	ETCX030009	1989	73,956.66
Tank	ETCX030010	1989	73,956.66
Tank	ETCX030011	1989	73,956.66
Tank	ETCX030012	1989	73,956.66
Tank	ETCX030013	1989	73,956.66
Tank	ETCX030014	1989	73,956.66

TOTAL	<u>\$ 29,735,093.57</u>
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/29/07



Robert W. Alvord